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T.R.A. DOCKET ROOM
February 11, 2005

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VIA HAND DELIVERY

PROPRIETARY INFORMATION ENCLOSED

Hon. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

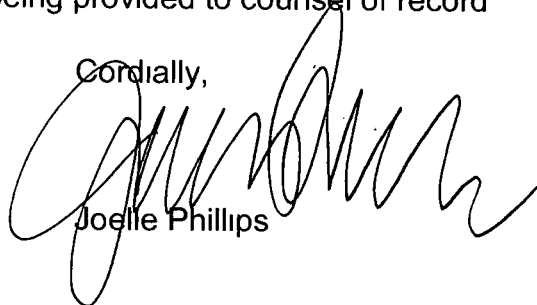
Re: *Joint Petition for Arbitration of NewSouth Communications Corp., et al. of an Interconnection Agreement with BellSouth Telecommunications, Inc. Pursuant to Section 252(b) of the Communications Act of 1934, as Amended*
Docket No. 04-00046

Dear Chairman Miller:

Enclosed are BellSouth's Late Filed Exhibits Item No. 2 as requested by the Directors during the hearing of this matter. This exhibit is being submitted under separate cover as proprietary information due to the limitations on BellSouth's use of this document pursuant to copyright. BellSouth submits this material subject to the terms and conditions of the Protective Order entered in this matter.

Copies of the enclosed are being provided to counsel of record

Cordially,



Joelle Phillips

JJP.ch